

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
:
- - - - - x

ORDER UNDER 11 U.S.C. § 327(a) AND 328 AND FED. R. BANKR.
P. 2014(a) AUTHORIZING EMPLOYMENT AND RETENTION OF JONES
LANG LASALLE AMERICAS, INC. AS REAL ESTATE ADMINISTRATIVE
AND TRANSACTION SERVICES PROVIDER TO DEBTORS

("JLL RETENTION ORDER")

Upon the application, dated November 9, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014(a) authorizing the employment and retention of Jones Lang Lasalle Americas, Inc. ("JLL") as real estate administrative and transaction services provider to the Debtors; and upon the Declaration of James Becker, dated November 9, 2005, in support of the Application (the "Becker Declaration"); and this Court being satisfied with the representations made in the Application and the Becker Declaration that JLL does not have any connection with the Debtors, that JLL does not represent or hold any interest adverse to any of the Debtors' estates or the Debtors with respect to the matters on which JLL is to be employed, and that JLL is a "disinterested person;" and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein, including the record of the November 29, 2005 hearing on the Application; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. Pursuant to sections 327(a) and 328 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code") and Rule 2014 (a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") the Debtors are authorized to employ JLL as their real estate administrative and transaction services provider, to perform the services set forth in the Application. The retention of JLL shall be effective as of November 3, 2005.

3. JLL shall be compensated in accordance with the standards and procedures set forth in section 328 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines established by the Office of the United States Trustee, and further orders of this Court. Notwithstanding any implication to the contrary in the foregoing sentence, JLL's compensation shall be subject to the approval of this Court under the standards of section 330 of the Bankruptcy Code.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
December 1, 2005

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE